BOARD OF GOVERNORS OF CONCORDIA UNIVERSITY

# MINUTES OF THE OPEN SESSION OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON WEDNESDAY 21 NOVEMBER 1990, IMMEDIATELY FOLLOWING THE CLOSED SESSION, IN ROOM AD-308, LOYOLA CAMPUS

Attendance:

Present: Me A. Gervais, Chairman, Mr. B. Aune, Mr. A. Benedetti, Mr. M. J. Bourgault, Ms. L Brodrick, Ms. K. Cox, Mr. D. D'Alessandro, Ms. M. Donaldson, Mr. J. N. Economides, Dr. T. Fancott, Mr. J. R. Firth, Mr. R. K. Groome, Mr. P. Howlett, Mr. P. Ivanier, Dr. P. Kenniff, Rector, Dr. V. H. Kirpalani, Sister E. McIlwaine, Dr. R.H. Pallen, Mr. R. Renaud, Mr. S. Spedding, Mr. S. Tamas, Ms. M. Vennat, Ms. S. Woods

Officers of the University: Dr. M. Cohen, Dr. C. Giguère, Dr. R. Sheinin, Me B. Gaudet

Absent: Chief Justice A. B. Gold, Chancellor, Mr. L. Ellen, Prof. S. Friedland, Dr. D. B. Frost, Dr. H. Habib, Mr. T. Hecht, Mr. F. Knowles, Mr. R. Lawless, Mr. S. Letovsky, Mr. D. W. McNaughton, Mr. A. H. Michell, Me J. J. Pepper, Ms. C. Shamy, Mr. J.H. Smith, Mr. W. W. Stinson, Mr. C. I. Taylor Guests Mr. A. Duff, Rev. S. Drummond, Mrs. B. Lande

## DOCUMENTS CONSIDERED AND ATTACHED TO THESE MINUTES

BG-90-7-D77 - Memorandum from the Senate Library Committee advocating increased faculty representation on the Advisory Search Committee for the Director of University Libraries

BG-90-7-D78 - List of proposed members of the Advisory Search Committee for the Director of University Libraries

BG-90-7-D79 - Memorandum advising that Ms. Ruth Noble has been elected to represent the librarians on the Evaluation Committee for the Dean of Graduate Studies

BG-90-7-D80 - Report on the Actuarial Valuation of the Pension Plan for Employees of Concordia University

BG-90-7-81 - Reports and Financial Statements prepared by the external auditors

BG-90-7-D82 - Resolution of the CUSA Board of Directors requesting approval of the Board of Governors to increase student association fees, memorandum from CUSA co-president; and proposed resolution.

1.1 Chairman's Remarks

Me Gervais welcomed three observers to the meeting. He remarked that Concordia's First Homecoming events, held last October 12 and 13, were very successful and congratulated Mr. Economides, the Chairman of the Homecoming Committee, on the remarkable completion of this endeavour.

1.2 Approval of the Agenda

Due to several absences, the Governors named to move motions and submit reports to the assembly were changed in many instances. No substantive changes were made to the Agenda, which was approved as submitted.

1.3 Approval of the Minutes

It was moved and seconded (Ivanier, Cox) and unanimously RESOLVED:

R-90-7-99 *THAT the Minutes of the Open Session of the previous meeting, held on 4 October 1990, be approved.*

2. Business arising from the Minutes

2.1 Dr. Kenniff introduced the subject of representation on the Advisory Search

Committee for a Director of University Libraries, encompassing items 2.1, 2.2 and 2.3 of the Agenda. During the 4 October meeting of the Board, the question of increased faculty representation on the Committee was discussed. A letter to the Secretary of the Board from the Chairperson of the Senate Library Committee, advocating increased faculty representation on the Committee (BG-90-07-D77), presented no persuasive argument. The Rector reported that, at the 9 October meeting of Senate, he had invited concerned faculty members to contact him before the present meeting of the Board if they wished to make representations on this matter. Since no one had responded to that invitation, and the Board had not received any new information which might affect its decision, Dr. Kenniff recommended approval of the original resolution to increase the Librarians' representation on the Advisory Search Committee.

2.2 It was moved and seconded (Kenniff, McIlwaine) and unanimously RESOLVED:

R90-7-100 *THAT Resolution R90-5-72, adopted by the Board on 20 June 1990, and concerning the establishment of the Advisory Search Committee for the Director of University Libraries, be amended as follows:*

*by including two additional members in the composition of the above-mentioned Committee, namely: one administrative librarian recommended by the other administrative librarians, and one support staff member from the Libraries, recommended by the Human Resources Department after due election by the Electoral College; therefore the total number of members of the said Committee shall be increased from twelve to fourteen.*

Dr. Pallen suggested that, the next time a similar committee is established, its composition should include adequate representation from each Faculty. Dr. Kenniff responded that Dr. Pallen's request will be recorded in the Minutes for future reference.

Dr. Fancott said that although he supported the above motion, he wished to express his disappointment that no greater effort had been made to secure more faculty representation. The Chairman reminded Dr. Fancott that the Board h ad already postponed electing the Committee for a month and a half to accommodate the concerns of faculty members, and that faculty members had failed to seize the opportunity to build a case for themselves.

2.3 It was moved and seconded (Kenniff, Kirpalani) and unanimously RESOLVED:

R-90-7-101 *THAT in accordance with the Rules and Procedures for Evaluation Committees and Advisory Search Committees approved by the Board of Governors in May 1984, and pursuant to Resolution R-90-5-72 which was adopted by the Board at its meeting of 20 June 1990 and amended on 21 November 1990, tile following persons be elected members of the Advisory Search Committee for the Director of University Libraries:*

*Dr. Charles Giguère, Vice-Rector, Services, as Chairman;*

*Sister Eileen McIlwaine, a Governor representing the community-at-large, recommended by the Nominating Committee;*

*Dr. Christopher Ross, Acting Dean of the Faculty of Commerce and Administration, recommended by the other academic deans;*

*Prof. Frank Chalk, of the Faculty of Arts and Science, Prof. Bernice Goldsmith, of the Faculty of Engineering and Computer Science, and Prof. Robert Tittler, of the Faculty of Arts and Science, recommended by the faculty members of Senate;*

*Ms. Marianna Tanoni, an undergraduate student, recommended by the undergraduate student members of Senate;*

*Ms. Malka Dore, a graduate student, recommended by the graduate student members of Senate;*

*Ms. Audrey Williams, Director of Research Services, recommended by the Office of the Rector;*

*Mr. Robert Wrightson, an administrative librarian, recommended by the administrative librarians after due election by and from their number;*

*Ms. Anne-Marie Bélanger and Ms. Elaine Bruce, two professional (non-administrative) librarians, recommended by the professional librarians after due election by and from their number;*

*Mr. Spyros Skalkogianis, a support staff member from the Libraries on the Sir George Williams Campus, recommended by the Human Resources Department after due election by the Electoral College;*

*Mr. Claude Hébert, a support staff member from the Vanier Library on the Loyola Campus, recommended by the Human Resources Department after due election by the Electoral College.*

The Rector added that the position of Director of University libraries was a very important one, and that in the North-American context, finding a good Director of Libraries was sometimes very difficult. He encouraged all those interested to present ideas and submissions to Dr. Charles Giguère, Chairman of the Advisory Search Committee.

2.4 Ratification of the professional librarians' elected representative on the Evaluation Committee for the Dean of Graduate Studies

It was moved and seconded (Kenniff, Pallen) and unanimously RESOLVED:

R-90-7-102 *THAT the Board ratify and confirm the election of Ms. Ruth Noble, a professional librarian, as the representative of the professional librarians on the Evaluation Committee for the Dean of Graduate Studies, as outlined in Document No. BG-90-7-D79.*

3. Approval of the Report on the Actuarial Valuation of the Pension Plan as at 1 January 1990

Dr. Cohen explained that this is a Report which is prepared annually, based on actuarial valuation assumptions and a funding policy which take into account the long-term needs of the Pension Plan and the wish to maintain a stable, smooth funding approach.

As of 31 December 1989, the valuation shows an actuarial market-adjusted surplus of $19.8 million. One must remember, though, that the market has been poor and that one may not count on the surplus forever.

Dr. Pallen asked if there had been a change in the market-adjusted value of the Plan since this valuation had been performed, to which Dr. Cohen responded "yes", but that the effect will be smoothed over several years, only 20% of market value changes being recognized in each year, according to the actuarial methods for valuing assets. Dr. Pallen also asked if the University's funding policy is common practice for employers. Dr. Cohen responded that employers often do not contribute current year costs. They contribute a higher amount in the case of an actuarial deficit, a lower amount in the case of a surplus.

It was moved and seconded (Economides, Bourgault) and unanimously RESOLVED:

R-90-7-103 *THAT, on the recommendation of the Employee Benefits Committee and that of the Budget Committee, the Report on the Actuarial Valuation of the Pension Plan for Employees of Concordia University as at 1 January 1990, (Document BG-90-7-D80), be approved.*

4. <u>Approval of the Report and Financial Statements for the year ended 31 May 1990</u>

It was moved and seconded (Groome, Tamas) and unanimously RESOLVED:

R-90-7-104 *THAT, on the recommendation of the Audit Committee, the Report and Financial Statements for the fiscal year ended 31 May 1990, prepared by the external auditors Samson, &lair, Deloitte & Touche (Sections A and B of Document BG-90-7-D81), be approved; AND*

*THAT any two members of the Board of Governors be designated to sign the Financial Statements on behalf of the University.*

5. <u>Approval of the Rapport financier annuel for 1989-90</u>

It was moved and seconded (Groome, Donaldson) and unanimously RESOLVED:

R-90-7-105 *THAT, on the recommendation of the Audit Committee, the 'Rapport financier annuel" of Concordia University for 1989-90, including financial statements, appendices and statistics be approved; AND*

*THAT the Chairman of the Board of Governors, Me André Gervais, and the Rector and Vice- Chancellor, Dr. Patrick Kenniff, be designated to sign the 'Rapport financier annuel" on behalf of the University; AND*

*THAT the University be authorized to submit the said Rapport to the Ministère de l'Enseignement supérieur et de la Science.*

6. Approval of the Report and Financial Statements concerning the Pension Plan for Employees of Concordia University

It was moved and seconded (Economides, Woods) and unanimously RESOLVED:

R-90-7-106 *THAT on the recommendation of the Benefits Committee and that of the Audit Committee, the Report and Financial Statements concerning the Pension Plan for the Employees of Concordia University as at 31 December 1989, (Section C of Document BG-90-6-D81), be approved.*

Mr. Economides reported an $18 million increase in assets over 1988 comprising an increase in common stocks of $4 million and a combined increase in preferred stocks, debentures and bonds totalling $14 million. Market conditions are less favourable now.

7. Re-appointment of the external auditors for the fiscal year 1990-91

It was moved and seconded (Groome, Renaud) and unanimously RESOLVED:

R-90-7-107 *THAT, on the recommendation of the Audit Committee, the firm of Samson, Blair, Deloitte & Touche be re-appointed as the University's external auditors for the next fiscal year ending 31 May 1991.*

8. Approval of the external auditors' fees for the fiscal year ended 31 May 1990

It was moved and seconded (Groome, Benedetti) and unanimously RESOLVED:

R-90-7-108 *THAT on the recommendation of the Audit Committee, the audit fees for the fiscal year ending 31 May 1990, be approved.*

9. Approval of a request from CUSA for authorization to increase the amount of their student association fees

It was moved and seconded (Cox, Kirpalani) and unanimously RESOLVED:

R-90-7-109 *WHEREAS Concordia students voted, in a referendum held on March 12 to March 15, 1990, to pay the Link an allocation of 20 cents per credit - an increase of 7 cents per credit above the Link's existing allocation of 13 cents per credit from student association fees apportioned by CUSA to the Link; AND*

*WHEREAS the said referendum was ratified by the Board of Directors of the Concordia University Student Association;*

*BE IT RESOLVED THAT the Board of Governors of Concordia University approve an increase of 7 cents per credit in the CUSA student association fees collected by the University, to become effective for all new course registrations starting with the Winter 1991 term, and authorize the remittance of a corresponding amount to CUSA.*

The mover and seconder of the motion agreed to corrections to the resolution, to be drafted by the Office of the Rector, to clarify (1) when the new fee increase will be in effect, and (2) that the fee is collected from CUSA members by the University and remitted to CUSA, to be allocated according to its mandate. The revised resolution is recorded in these Minutes.

10. <u>Reports of the Standing Committees</u>

10.1 <u>Advancement Committee</u>

In Mr. Ellen's absence, Mr. Howlett reported on behalf of the Committee. The report on the new PRIDE orientation programme, which was reviewed by the Advancement Committee on 12 November 1990, recorded participation by 200 parents. The Undergraduate Endowment Fund and the Art Acquisition Endowment Fund had also been launched recently.

The Committee discussed financial goals set for this year's Annual Giving Campaign which will be chaired by Mr. D'Alessandro.

Mr. D'Alessandro commended Mr. Aune's work in last year's Campaign which raised $1 million, and expressed his gratitude that most volunteers who had worked on the last Campaign have agreed to work again this year. The goal of the 1991 Annual Giving Campaign will be to raise $1.290 million. The strategy will be to target all constituencies of the University with a "give according to your means, but give" appeal. Concordia's faculty members and staff, he said, have traditionally been great supporters.

The part of the campaign aimed at the "Leadership" group, including the Governors, is being led by Mr. Renaud, who explained the targeting plan to the Board. There are three main donor groups: students and staff, for $25 to $50; faculty and the community-at-large, for $100 to $500; and the "Leaders", for donations of $1000 to $2000. The "Rector's Circle", for donors of over $2000, will enjoy a dinner with Dr. Kenniff on 12 February 1991. The objective for donations from the Board of Governors is $30,000, of which $10,000 have already been raised. A list of canvassers is currently being compiled.

10.2 Audit Committee

In the absence of Mr. Knowles, Mr. Groome reported on behalf of the Audit Committee. He indicated that pertinent recommendations of the Committee had already been brought before the Board. He said that the management representatives, the Internal Auditor, and the external auditors all declared they had received excellent cooperation from each other. The Committee congratulated Dr. Cohen and the Treasury Office for their excellent leadership in the financial management of the University.

10.3 Benefits Committee

Mr. Economides addressed three issues in his report. 1) With respect to the University Health Insurance Plan, there have been some changes in deductibles, and some changes, to plan benefits, having no direct cost-effects. 2) The new Investment Policy for the Pension Plan has been under discussion in relation to Bill 116, and the policy will be submitted to the Board's approval at the December meeting. 3) The question of spousal definition under the employees' benefit plan was also dealt with by the Committee but would be covered in the Rector's report.

10.4 Budget Committee

In the absence of Mr. Smith, Dr. Cohen reported for the Budget Committee.

Variance between budgeted and closing figures for the 1989-90 fiscal year shows a $2.9 million excess of expenditure over revenues, due to a shortfall in budgeted revenues from the Ministry of Higher Education and Science, and unrealized savings in vacant positions.

Dr. Cohen stated that he is cautiously optimistic that the University will finish the 1990-91 year with a balanced budget.

In response to a question from Mr. Economides, Dr. Cohen indicated that our accumulated deficit was now $46 million, of which $3 million represents Concordia's liability for accrued vacation pay, in accordance with the new CICA policy for nonprofit organizations.

10.5 Collective Bargaining Committee

Ms. Vennat reported that the Committee had authorized signing of the new Collective Agreement with CUFA and reviewed negotiations with non-faculty unions.

10.6 Graduation Ceremonies Committee

In Chancellor Gold's absence, the Rector reported for this Committee. Nominations for honorary degrees to be conferred at the Spring Convocation have been approved; some consultations with Faculty Councils have yet to be concluded. Recommendations will be taken to the 7 December meeting of Senate. The honorary degree nominations will probably be submitted to the Board at its regular meeting in December.

11. Report of the Rector

Dr. Kenniff extended his appreciation to everyone who helped make the Homecoming events a success, and gave special thanks to Mr. Economides. Guests who attended the dinner, hosted by Dr. Kenniff, for alumni of 1965 and 1966 were favourably impressed with the University, and expressed interest in next year's events, planned for 4 October 1991. These initial Homecoming activities should be seen as a very good launch for future Homecomings.

In the context of the Annual Giving Campaign, Dr. Kenniff said that a strong fundraising team led by Lloyd Darlington (past director of the Royal Bank) is taking root in Toronto.

The official inauguration of the Leonard and Bina Ellen Art Acquisition Endowment Fund took place on 14 November 1990.

The Advisory Search Committee for Dean of Commerce and Administration will be postponed until an academic review of the Faculty has been completed, probably toward February or March 1991. Dr. Christopher Ross will stay on as Acting Dean until 31 December 1991, as aforesaid.

Dr. Kenniff then reported on Article 3 of the Code of Conduct and the issue of same-sex spousal benefits. At its 1 November meeting, the Benefits Committee passed a resolution to provide all spousal benefits to same-sex spouses. Dr. Kenniff said that the matter was reviewed in the light of precedents and current practices among Canadian Universities. A new draft of Article 3 of the Code of Conduct (Non-Academic) will be reviewed by the Supervisory Board and then presented to the Executive Committee at its next meeting. Upon approval by the Executive Committee, the draft will be brought to the Board of Governors. Dr. Kenniff pointed out the importance of separating the issue of treatment, under the benefit plan, of same-sex spouses, from the necessity to state, broadly, the human rights principles underlying the University's position.

Dr. Kenniff will meet with the new Minister of Higher Education and Science, Madame Lucienne Robillard, on 23 November as President of CREPUQ. He has written to her and intends to meet with her to discuss matters of concern to Concordia, including the

correction to base funding, the question of the accumulated deficit, the funding of the purchase of Loyola High School and other issues of space and rentals.

Payments amounting to $4.5 million, already committed to the universities' operating funds, have been witheld by the Treasury Board for 1989-90. This action is unprecedented, and very disturbing to the Universities. The shortfall in operating funds has prompted the Conference of Rectors to send a letter to the Quebec Minister of Higher Education and Science, to the President of Treasury Board and to the Premier.

On 20 November, executives from Concordia, Bishops and McGill, each of which faces a high accumulated deficit in proportion to its operating budget, met to formulate a common strategy. Concordia has submitted proposals, in February 1986 and July 1990, to amortize the accumulated deficit. In simple terms, Concordia has offerred to repay the accumulated debt were the government to assume the carrying charges. Most Universities are no longer demanding full compensation, but are proposing alternative ways of correcting the situation. The Rector expects to contact the University of Montreal (which also has an accumulated deficit) in the near future, to discuss the possibility for common action by all four institutions.

12. Reports of the Vice-Rectors

12.1 Dr. Sheinin

Dr. Sheinin announced that the academic review of the Division of Graduate Studies had been completed, and that the Evaluation Committee for the Dean of Graduate Studies was expected to begin its work in the following week.

Dr. Sheinin also advised that the academic review of the Faculty of Commerce and Administration had been delayed, pending completion of the internal audit of the Faculty. The report of the Internal Auditor was submitted last week. The review is expected to be completed before the end of March 1991. The experience of CREPUQ in developing methods and standards for academic review has been instructive and helpful, she said.

A colloquium entitled "The Future of Concordia: Excellence in Education" is scheduled for 22 March 1991.

12.2 Dr. Cohen

Dr. Cohen thanked the Evaluation Committee and the Board of Governors for their vote of confidence in reappointing him as Vice-Rector, Institutional Relations and Finance. He said he had enjoyed himself immensely, and looked forward to the next five years.

12.3 Dr. Giguère

Dr. Giguère reported that construction of the Library is proceeding according to schedule, and that Concordia should be able to take possession of the building before Spring 1992. The Financial Information System component of the MIS is expected to be implemented by 1 June 1991.

15. Date of next meeting

The next regular meeting of the Board will be held on Wednesday 19 December at 8:00 a.m.

16. Termination

The Open Session was adjourned to a meeting of the Corporation at 8:15 p.m.

Me Beregère Gaudet
Secretary of the Board of Governors